

Meeting Date: 11/07/2016
Resolution #: 11/22/2016

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION
(THE "CORPORATION") AUTHORIZING THE COST INCREASE IN THE PROVISION
OF CONSULTANT SERVICES FOR THE REVIEW OF COMMENTS MADE BY
THE PUBLIC IN CONNECTION WITH THE DEVELOPMENT OF THE "EAST
PARCEL" AND EXECUTION OF A CONTRACT AMENDMENT WITH VHB
RELATING TO SAME**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on November 7, 2016 at 7:00 p.m.

The following resolution was duly offered and seconded, to wit:

WHEREAS, pursuant to resolution number 09/122/2014 adopted by the Board of Trustees of the Village of Sleepy Hollow, New York on September 9, 2014 (the "Village Resolution"), the Village of Sleepy Hollow, New York (the "Village") authorized, among other things, the establishment of the Sleepy Hollow Local Development Corporation (the "Corporation") as a local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation law ("N-PCL"); and

WHEREAS, pursuant to the Village Resolution and N-PCL Section 1411 (hereinafter referred to as the "Act"), a Certificate of Incorporation (the "Certificate") establishing the Corporation was filed with the New York Secretary of State on the 18th day of September, 2014; and

WHEREAS, in furtherance of the purposes and powers set forth within the Act and the Certificate, the Corporation acquired from the Town of Mount Pleasant Industrial Development Agency, on behalf of General Motors, LLC a certain parcel of real estate commonly referred to as the "East Parcel" pursuant to a certain Bargain and Sale Deed without Covenant Against Grantor's Acts, dated as of December 22, 2014; and

WHEREAS, the Corporation has hired various consultants to assist in the potential development of the "East Parcel" which potential development has been subject to public review and comment which have been recorded and separated by category; and

WHEREAS, some of the comments must be addressed by VHB which was previously retained by the Corporation and which additional work is outside, or in addition to, the current scope of work; and

WHEREAS, after reviewing the proposals for the additional work the Corporation desires to amend the scope of work with VHB to address concerns or comments regarding traffic studies as well as to conduct an additional traffic study on Continental Street in an amount not to exceed of \$19,975.

NOW, THEREFORE, BE IT RESOLVED, by the Directors of the Corporation as follows:

Section 1. The Corporation hereby authorizes the amendment to those consultant agreements with VHB to address concerns or comments regarding traffic studies as well as to conduct an additional traffic study on Continental Street in an amount not to exceed of \$19,975. The Chairman, Vice Chairman and/or Chief Executive Officer are hereby authorized, and empowered to execute and deliver the necessary agreements for provision of such services with such changes in the terms and provisions thereof as the Chairman, Vice Chairman and/or Chief Executive Officer shall deem necessary or desirable and in the best interest of the Corporation, their signature being conclusive evidence that he did so deem any such changes to be necessary or desirable and in the best interest of the Corporation.

Section 2. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, deeds, notices, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 3. These resolutions shall take effect immediately.

On motion duly made by Director Wray and seconded by Director Oeste-Villavieja, the forgoing resolution was placed before the Board of Directors of the Corporation and voted:

	Aye	Nay	Abstain	Absent
David Schroedel	X			
Kenneth Wray	X			
Anthony Scarpati	X			
Michael Dawley	X			
Teresa Oeste-Villavieja	X			

STATE OF NEW YORK
COUNTY OF WESTCHESTER

)
) SS:

I, the undersigned Joan Bucci of the Sleepy Hollow Local Development Corporation, DO
HEREBY CERTIFY:

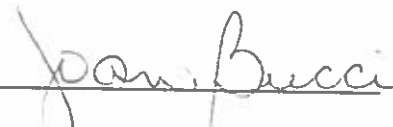
That I have compared the annexed extract of minutes of the meeting of the Sleepy Hollow Local Development Corporation (the "Corporation"), including the resolution contained therein, held on November 7, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 7th day of November, 2016.



[Acting Secretary]